PORTION OF MAP 150; PARCEL 116

This Instrument Was Prepared By:
Mark A. Ellmore
Attorney at Law
1821 Old Murfreesboro Pike
Nashville, TN 37217

Send Tax Bills To:
William H. Emery - New owner
C/O Emeco Properties, Inc.
PO Box 219
Madison, TN 37116-0219

Davidson County DEEDWARR
Recvd: 04/08/05 15:09 2 pg
Fees:13.00 Taxes:3700.00
20050408-0039092

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, API PROPERTIES 333, LLC, Grantor, has bargained and sold and by these presents does transfer and convey unto William H. Emery, Grantee, his successors and assigns, the property located in Davidson County, Tennessee being described as follows:

Land in Davidson County, Tennessee, being Lot 1 as shown on the Final Plat of Hamilton Hills Funeral Home of record at Instrument No. 20040415-0042525, Register's Office of Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate description.

Being a portion of the same property conveyed to API PROPERTIES 333, LLC by Warranty Deed from Hamilton Hills Funeral Home, LLC, a Tennessee limited liability company of record in Instrument No. 20041015-0124295, Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the said property, together with all improvements and appurtenances thereunto belonging unto the said Grantee, its successors and assigns forever.

AND GRANTOR DOES COVENANT with the said Grantee that Grantor is lawfully seized and possessed of said property in fee simple, has a good and lawful right to sell and convey the same, and that it is free from any lien or encumbrance whatsoever, except as follows: Subject to matters shown on the plan of Hamilton Hills Funeral Home of record at Instrument No. 20040415-0042525, Register's Office of Davidson County, Tennessee; Restrictions as set forth in instrument of record in Book 8705, page 438, Register's Office of Davidson County, Tennessee; Right of way easement of record in Book 2544, page 420, Register's Office of Davidson County, Tennessee; Easement and right of way to Electric Power Board of record in Book 3434, page 71, Register's Office of Davidson County, Tennessee; Easement for sanitary sewer and/or storm drainage of record in Book 4896, page 538, Register's Office of Davidson County, Tennessee; Permanent over-hang easement and ingress and egress easement of record in Book 7049, page 346, Register's Office of Davidson Count Tennessee; Possibly subject to a right to sewer easement of record in Book 7242, page 574, Register's Office of Davidson County, Tennessee; Stormwater Detention Agreement of record at Instrument No. 20010725-0078811, Register's Office of Davidson County, Tennessee; Reciprocal Access Easement as set forth in instrument of record at Instrument No. 20040503-0050017, Register's Office of Davidson County, Tennessee; Right of first refusal contained in the Purchase Agreement between the parties dated September 10, 2004; Taxes for the year 2005 and future years.

AND GRANTOR DOES FURTHER CONVENANT and bind itself its successors and representatives, to warrant and forever defend the title to said property, to the said Grantee, its successors and assigns, against the lawful claims and demands of all persons whomsoever.

WITNESS the execution hereof on this the 6th day of April, 2005.

API PROPERTIES 333, LLC
By: API Properties Nevada, Inc.,
a Nevada corporation,
its sole member

By: _____
Diane Fox
Vice President

STATE OF CALIFORNIA }
COUNTY OF PLACER }ss.

On April 6, 2005, before me, Suzanne Ayers, Notary Public, personally appeared Diane Fox, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that ~~he~~/she executed the same in ~~his~~/her authorized capacity(ies) and that by ~~his~~/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and seal, at office this 6th day of April, 2005.

July 19, 2006
My Commission Expires:

Suzanne M. Ayers
NOTARY PUBLIC

SUZANNE M. AYERS
Commission # 1365382
Notary Public - California
Sacramento County
My Comm. Expires Jul 19, 2006

STATE OF TENNESSEE
COUNTY OF DAVIDSON

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is one million dollars ($1,000,000.00) which amount is equal to or greater than the amount which the property transferred would command at a fair voluntary sale.

AFFIANT/API PROPERTIES 333, LLC

Sworn and subscribed before me this 6th day of April, 2005.

July 19, 2006
My Commission Expires:

Suzanne M. Ayers
NOTARY PUBLIC

SUZANNE M. AYERS
Commission # 1365382
Notary Public - California
Sacramento County
My Comm. Expires Jul 19, 2006